

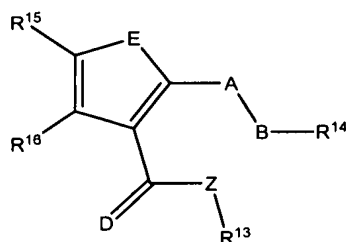
Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1-5. (Cancelled)

6. (Currently amended) A compound of the formula:



(II)

where E is S;

D is O or S;

Z is NR^{13a}, where R^{13a} is H or lower alkyl;

A is NR¹⁷ or SO₂, where R¹⁷ is H, alkyl or aryl when A is NR¹⁷, B is SO₂; when A is SO₂, B is NR¹⁹, where R¹⁹ is H alkyl or aryl;

R¹⁴ is ~~aryl~~ phenyl;

R¹³ is ~~aryl~~ phenyl; and

R¹⁵ and R¹⁶ are independently H, alkyl, aryl, heteroaryl, halogen, hydroxy, alkoxy or NR₂²¹, where R²¹ is H, alkyl, aryl or heteroaryl, and the pharmaceutically acceptable salts thereof,

wherein the alkyl, ~~aryl~~, heteroaryl and alkoxy groups are unsubstituted or substituted with one or more groups selected from alcohol, ether, ester, amide, sulfone, sulfide, hydroxyl, nitro, cyano, carboxy, amine, heteroatom, lower alkyl, lower alkoxy, lower alkoxycarbonyl, alkoxyalkoxy, acyloxy, halogen, trifluoromethoxy, trifluoromethyl, alkyl, aralkyl, alkenyl, alkynyl, aryl, cyano, carboxy, carboalkoxy, carboxyalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, alkylheterocyclyl, heterocyclylalkyl, oxo, arylsulfonyl and aralkylaminocarbonyl;

R¹⁴ is substituted with unsubstituted or substituted with one or more groups selected from alcohol, ether, ester, amide, sulfone, sulfide, hydroxyl, nitro, cyano, carboxy, amine, heteroatom, lower alkyl, lower alkoxy, lower alkoxycarbonyl, alkoxyalkoxy, acyloxy,

halogen, trifluoromethoxy, trifluoromethyl, alkyl, aralkyl, alkenyl, alkynyl, aryl, cyano, carboxy, carboalkoxy, carboxyalkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, alkylheterocyclyl, heterocyclylalkyl, oxo, arylsulfonyl and aralkylaminocarbonyl; and R^{13} is substituted with lower alkyl and heterocyclyl.

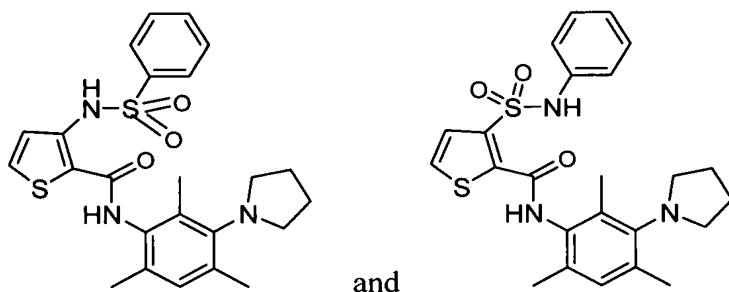
7. (Withdrawn) A method of treating conditions associated with CCR-9 imbalance by antagonizing the CCR-9 receptor which comprises administering to a patient in need thereof a compound of claim 6.

8. (Previously presented) A pharmaceutical composition comprising a compound of claim 6 and a pharmaceutically acceptable carrier or excipient.

9. (Canceled).

10. (Canceled).

11. (Currently amended) A compound selected from a group consisting of:



12. (Withdrawn) A method of treating a condition associated with CCR-9 imbalance by antagonizing the CCR-9 receptor which comprises administering to a patient in need thereof a compound of claim 11.

13. (Previously presented) A pharmaceutical composition comprising a compound of claim 11 and a pharmaceutically acceptable carrier or excipient.

14. (Withdrawn) A method according to claim 7, wherein the disease is congestive heart failure, stroke, ischemic heart disease, angina, myocardial ischemia, cardiac arrhythmia, essential and pulmonary hypertension, renal disease, acute and chronic renal failure, end stage renal disease, peripheral vascular disease, male erectile dysfunction, diabetic retinopathy, intermittent claudication/ischemic limb disease, ischemic/hemorrhagic stroke, COPD, restenosis, asthma, neurogenic inflammation, migraine, metabolic vasculopathy, bone/cartilage/joint disease, arthritis and other inflammatory disease, fibrosis, pulmonary fibrosis, sepsis, atherosclerosis, dyslipidemia, addiction, schizophrenia, cognitive disorder, Alzheimers disease, impulsivity, anxiety, stress, depression, Parkinsons, movement

disorder, sleep-wake cycle, inventive motivation, pain, neuromuscular function, diabetes, gastric reflux, gastric motility disorder, ulcer or genitourinary disease.

15. (Withdrawn) A method according to claim 11, wherein the disease is congestive heart failure, stroke, ischemic heart disease, angina, myocardial ischemia, cardiac arrhythmia, essential and pulmonary hypertension, renal disease, acute and chronic renal failure, end stage renal disease, peripheral vascular disease, male erectile dysfunction, diabetic retinopathy, intermittent claudication/ischemic limb disease, ischemic/hemorrhagic stroke, COPD, restenosis, asthma, neurogenic inflammation, migraine, metabolic vasculopathy, bone/cartilage/joint disease, arthritis and other inflammatory disease, fibrosis, pulmonary fibrosis, sepsis, atherosclerosis, dyslipidemia, addiction, schizophrenia, cognitive disorder, Alzheimers disease, impulsivity, anxiety, stress, depression, Parkinsons, movement disorder, sleep-wake cycle, inventive motivation, pain, neuromuscular function, diabetes, gastric reflux, gastric motility disorder, ulcer or genitourinary disease.